

ICC COPY
14863-P

SUPPLEMENT TO ASSIGNMENT OF LEASES
SUPPLEMENT NO. 7

RECORDATION NO. 14863-P FILE 1486

DEC 18 1987 - 10 15 AM

TO
SCHEDULE 1
ANNEXED TO ASSIGNMENT OF LEASES
DATED AS OF DECEMBER 13, 1985

INTERSTATE COMMERCE COMMISSION

BY
ACF INDUSTRIES, INCORPORATED
("ASSIGNOR")
TO
FLEET NATIONAL BANK, AS AGENT ("AGENT")

WHEREAS, Assignor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into a certain Assignment of Leases dated as of December 13, 1985 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Agent this Supplement to Assignment of Leases and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Assignor shall execute and deliver to the Agent this Supplement to Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule I to the Assignment is hereby amended and supplemented by the addition thereto of the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the car numbers hereinafter listed (the

"Leases") and Assignor confirms that the Leases are to be covered by and assigned to the Agent pursuant to the Assignment:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 18th day of December, 1987.

ACF INDUSTRIES, INCORPORATED

By 

Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, as Agent

By 

Name: ~~Barbara L. Edmond~~
Title: ~~AVP~~

By 

Name: Jonathan A. Lucas
Title: ~~VP~~

SCHEDULE I


<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIGN</u>
64711 - 64830	120	\$ 5,612,381	C214
65091 - 65130	40	1,885,320	"
65131 - 65145	15	697,082	"
65229 - 65238	10	447,830	"
65339 - 65356	18	821,196	"
51461	1	68,226	C614
51494 - 51513	20	1,268,554	"
51514 - 51520	7	445,585	"
51533 - 51558	26	1,631,200	"
51559 - 51566	8	511,024	"
51567 - 51570	4	253,924	"
51571 - 51572	2	126,948	"
51573 - 51587	15	930,945	"
51588 - 51589	2	125,156	"
51590 - 51625	36	2,238,192	"
51635 - 51640	6	375,468	"
51626 - 51630	5	311,960	"
51631 - 51634	4	239,404	"
71850 - 71855	6	267,818	T055
72223 - 72255	33	1,291,080	T103
72332 - 72333	2		

72000 - 72048	49	1,787,209	T104
72059 - 72062	4	160,298	"
72063 - 72087	25	932,436	"
72092 - 72093	2	79,089	"
72173 - 72182	10	406,680	"
72049 - 72058	10	432,483	T105
72088 - 72091	4	176,036	"
72094 - 72133	40	1,549,249	"
72144 - 72146	3	118,374	"
72183 - 72212	30	1,091,100	"
72213 - 72222	10	425,294	"
72282 - 72311	30	1,206,126	"
72375	1	61,116	"
72492 - 72497	6	240,084	"
72451 - 72462	12	516,240	"
72134 - 72143	10	411,454	T107
72312 - 72331	20	876,320	"
71856 - 71864	9	472,019	T108
72147 - 72172	26	1,014,416	"
72256 - 72277	22	1,148,588	"
72279 - 72280	2		
72445 - 72448	4		
72449 - 72450	2	128,571	"
72278	1		
77357 - 77362	6	320,736	T426

77317 - 77326	10	502,286	T544
71827 - 71832	6	618,448	T545
77347 - 77349	3	151,776	T564
77327 - 77332	6	848,674	T866
77339 - 77346	8		
72512 - 72513	2	77,752	T105
	<hr/>	<hr/>	
	753	\$ 35,302,147	

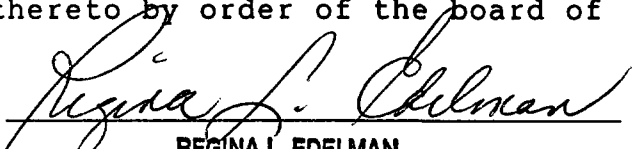
STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 15TH day of December, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, MERRICK, NY 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.


ELSA ACOSTA
Notary Public, State of New York
No. 60-4600858
Qualified in Westchester County
Commission Expires July 13, 1988

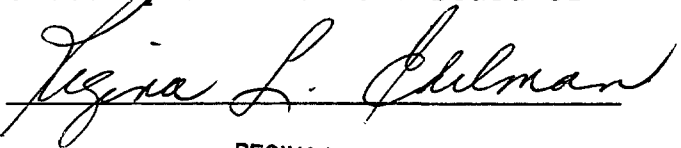
STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 15 day of December, 1987, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Maher Rd. Old Bethpage, NY 11804, that she is a AVP of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.


REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 15 day of December, 1987, before me personally came Jonathan A. Lucas, to me known, who being to me duly sworn, did depose and say that he resides at 180 E. Hartsdale Ave. Hartsdale, NY, that he is a VP of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.


REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990